TERMS OF REFERENCE

DOCUMENT DETAILS

Document Name	Top End Clinical Council Terms of Reference
Document ID	GAR08
Authority	NT PHN Board
Responsible Role	Council Liaison

1. INTRODUCTION

The Top End Clinical Council (the Council) is established by Northern Territory PHN's (NT PHN's) Board as an advisory council to the Board, as required by the Company's Constitution and the Standard Funding Agreement with the Australian Government Department of Health. The Council will continue indefinitely until such time as terminated by the Board and is subject to NT PHN receiving ongoing funding from the Australian Government Department of Health.

These Terms of Reference outline the role, responsibilities and operating procedures of the Council, and shall be reviewed by the Board at least every two years. These Terms of Reference should be read in conjunction with relevant NT PHN policies and procedures as they apply to Council members.

2. PURPOSE OF COUNCIL

The Council's purpose is to provide strategic level guidance and advice to NT PHN's Board on locally relevant clinical issues, aligned to the boundaries of the Top End Health Service. The interaction with the Council enables the Board to ensure that the Board's decisions, investments and innovations are patient-centred, cost-effective, locally relevant and aligned to local care expectations and experience.

The Council is a key component of NT PHN's governance structure, serving as a key link between Northern Territory (NT) health professionals and NT PHN's Board. The Council works closely with the other NT PHN Councils in support of the achievement of NT PHN's strategic vision and objectives.

3. ROLE AND RESPONSIBILITIES

3.1 Council

The Council has an advisory role, making recommendations to the Board, and does not have any decision-making authority. The main responsibilities of the Council are to:

- Assist NT PHN's Board to determine the needs of health providers, and how to engage and consult with health providers.
- Maintain currency of emerging issues in primary health care that may require consultation with health professionals and be able to provide advice or initiate consultations at the Board's request.
- To provide advice directly to the Chief Executive Officer (CEO) on operational service delivery issues or raise issues of concern for consideration by the CEO.

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Matters within the Council's scope include:

- Collaborating with all primary health professionals to identify need and address local and regional service gaps that will help NT PHN to improve equitable access to primary health care.
- Informing NT PHN's decision-making for priority investment in primary health care programs.
- Providing guidance and advising on local emerging issues and on appropriate service delivery models including in health programs funded through NT PHN.
- Advising on methods of improving health system integration through innovation, partnerships and coordination.
- Providing guidance on supporting practice improvement to enhance primary health care service quality and consumer centred care.
- Identifying quality and safety issues in primary health care.
- Providing expertise on NT health workforce and capacity.
- Providing expert opinion on the strategic direction of NT PHN and its activities, in particular linking with the whole of patient journey through the NT health system.

The Council is authorised to seek information from NT PHN via request to NT PHN's Board or CEO. Direct approaches to NT PHN staff by Council members in relation to Council business are not permitted.

3.2 Council members

Council members are expected to:

- Have an excellent understanding of the Council's role, function and desired outcomes.
- Understand the strategic implications, purpose of the work, and outcomes being pursued through the Council.
- Be genuinely interested in the work and desired outcomes of the Council, providing constructive and meaningful input and undertaking any associated responsibilities or actions that may be required to ensure it performs its functions satisfactorily.
- Appreciate the significance of the work of the Council for different stakeholders and where necessary, representing or carefully considering their interests.
- Be an advocate for the work of the Council.
- Maintain productive working relationships with the other NT PHN Councils, including undertaking joint planning and presenting coordinated proposals to NT PHN's Board.
- Consistently attend and contribute to meetings of the Council, reading meeting materials and being available to participate in Council business as required.
- Communicate to any party on the progress of the work and outcomes of the Council, consistent with the Council's communication protocol.
- Treat fellow Council members with professional courtesy and respect, and in accordance with NT PHN's Code of Conduct.
- Discharge their responsibilities with due care and diligence.

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3.3 Council Chair

The Council Chair is required to be a vocationally registered General Practitioner on the RACGP or ACRRM Fellows list.

The Council Chair is expected to:

- Provide the appropriate leadership to the Council.
- Preside over meetings, encouraging participation in deliberations by all Council members so that the benefit of each member's perspectives and contribution can be shared and considered.
- Maintain the Council's focus on strategic and other priority matters.
- Having regard to NT PHN's vision, purpose and strategic plan:
    - lead the development of annual work plans for the Council; and
    - ensure meeting agendas reflect core health issues facing the NT community.
- Set standards of behaviour and engagement at Council meetings and discourage behaviour inconsistent with those standards.
- Guide and promote the ongoing effectiveness and development of the Council and individual Council members.
- Maintain effective working relationship with NT PHN's Board Chair, CEO and Chairs of the other NT PHN Councils.
- Work with NT PHN's Council Liaison and Council Secretariat to ensure administrative actions associated with Council meetings are completed.
- Support NT PHN to ensure that the Council membership is diverse, appropriate and representative, including participating in the selection processes for Council members or revocation of membership processes for Council members where required.

4. MEMBERSHIP AND ATTENDANCE

4.1 Appointment and composition

The Council shall be made up of at least three, but no more than ten, Council members.

Council members are appointed by NT PHN's Board for a term of three years, with the possibility of being reappointed by the Board for a second term of three years. The maximum term of appointment for any Council member shall be six years. Any Council member appointed prior to the date of these Terms of Reference for a term shorter than three years may be reappointed for any such consecutive terms, provided that the maximum consecutive term of appointment in such instance shall also be six years.

The Council members must have sufficient qualifications and experience to fulfil their duties in order to meet the Council's skills requirements, as determined by the Board. While the Council shall be GP-led, it is expected that the Council will comprise other health professionals, including but not limited to nurses, allied and community health, Aboriginal and Torres Strait Islander Health Practitioners, specialists and/or hospital representatives. To ensure an appropriate representational balance, the Board may apply other non-skills-based criteria when appointing Council members.

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Without limiting the number of Council members that may be of Aboriginal descent, the Board will actively seek to appoint Aboriginal members to the Council. Ideally, there will be no more than six (out of the maximum number of ten) non-Aboriginal members, alternatively not more than 60 per cent non-Aboriginal members.

4.2 Chair and Deputy Chair

The Council Chair and Deputy Chair (which appointment is in the discretion of the Council) are appointed by a simple majority vote by the Council members for a term of one year, with the possibility of being reappointed by the members for a total of three one-year terms during their possible six-year Council membership term.

All Council meetings shall be chaired by the Council Chair. In the absence of the Council Chair and/or an appointed Deputy Chair, the remaining members present shall elect one of themselves to chair the meeting and to provide feedback to the Chair as to the salient points and outcomes of that meeting.

4.3 Board representation

A Director from NT PHN's Board may be appointed as a member of the Council although this is not a mandatory requirement.

4.4 Temporary members

The Council may request that individuals with special knowledge of issues relevant to the Councils' role and functions be appointed as temporary members of the Council, with this appointment being subject to such terms and conditions as the Board may direct.

4.5 Termination of memberships

Council members' appointment shall terminate upon expiry of their appointment term, unless reappointed in accordance with these Terms of Reference.

Council members may resign at any time by written notice to the Council Chair and Council Liaison. NT PHN's Board may revoke any Council member's appointment at any time for failure to comply with these Terms of Reference or any lawful instruction by the Council Chair.

A member who is absent without prior apology for more than three consecutive meetings will be required to provide reasons in writing to the Chair regarding their non-attendance. Upon receipt, the Chair has discretion to make a recommendation to NT PHN's Board on that Council members' continuing membership of the Council.

4.6 Remuneration

The remuneration of Council members will be made in accordance with NT PHN's Board Committee and Council Remuneration Policy. Travel and accommodation arrangements will be made in accordance with NT PHN's Travel Handbook and associated procedures, as required.

4.7 Extended Leave

In exceptional circumstances, Council members may request to take extended leave from their role on the Council, which shall be made in writing to the Chair and Council Liaison. Periods of leave up to three months may be approved by the Chair (or the Board Chair in the case of a request by the Council

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Chair) and will cause no change to the duration of the Council member's term of appointment. Periods of leave longer than three months, including the subsequent extension of such member's term of appointment by the duration of time taken as leave, require approval from NT PHN's Board.

In considering a request for extended leave, the due consideration will be given to the potential impact on the Council's operations due to the member taking extended leave.

5. MEETINGS

5.1 Frequency of meetings

The Council will meet four times per year. Additionally, the Council will meet with the other NT PHN Councils and NT PHN Board in a joint meeting once per year.

Additional meetings may be scheduled at the direction of the Board, Council Chair, NT PHN's CEO and/or by agreement of a quorum of the Council. Members will meet in person or via available technology and may at times be requested to undertake business out-of-session.

5.2 Agenda and minutes

The agenda and agenda papers for Council meetings will be circulated no less than five working days before each meeting.

Members may nominate items for inclusion on the agenda for approval by the Council Chair. All agenda items must be submitted to the Chair at least seven working days prior to each meeting. The Chair has the right to refuse to list an item on the formal agenda, but members may raise an item under 'Other Business' if necessary and as meeting time permits.

The Council Secretariat shall minute the proceedings of all Council meetings. The minutes, including identified action items, will be provided to the Chair for their review within seven days of a Council meeting, and be circulated to members following approval by the Chair. The minutes of all meetings must be adopted by the Council at the next scheduled Council meeting. The Council Secretariat will maintain a complete and up to date record of all meeting minutes and action items.

5.3 Attendance at meetings

Members are required to attend all meetings of the Council.

The CEO, Council Liaison and Council Secretariat shall attend all Council meeting as standing invitees but may not vote on any decisions by the Council. Other non-members, such as NT PHN management and professional advisors, may be invited by the Council Chair to attend all or part of, any Council meeting as and when necessary.

5.4 Quorum

A quorum for meetings shall be a simple majority of total Council members, being the number of membership positions that are currently filled. If a quorum is not achieved, a decision to continue the meeting will be made by those present. If the meeting continues, all decisions must be ratified at the next meeting or out-of-session.

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5.5 Decision-making

The Council does not have delegated decision-making authority from NT PHN's Board, but rather provides advice to NT PHN's Board and CEO.

The Council will strive to make decisions on matters within their scope on a unanimous basis. In any instance where this cannot be achieved, the Chair will put the issue to a simple majority vote.

5.6 Management of urgent matters

From time-to-time, urgent matters may be required to be considered by the Council. In such cases, the Chair is to determine the relative urgency of the request and may either:

- Call a special meeting of the Council;
- Put the matter to vote by the Council out-of-session in such form as may be directed by the Chair, which may include by way of email, with the vote of the majority of members representing the decision of the Council; or
- Provide a response on behalf of the Council, which is to be tabled at the next Council meeting.

6. SECRETARIAT

To ensure its effective operation, support is provided to the Council through the Council Liaison and Council Secretariat.

In relation to NT PHN's Councils, the Council Liaison's responsibilities include:

- Acting as a conduit between the Board, NT PHN's Councils and NT PHN's management. This includes supporting discussions at Council meetings, preparing memos, communiques, reports and the Councils' annual work plan.
- Working closely with the Council Chairs, the CEO and Executive Managers to coordinate, prepare and contribute to the preparation of high-level meeting documentation on behalf of NT PHN, the Board and NT PHN's Councils.
- Preparing papers about Council business as required for presentation at Council meetings.
- Liaising with the Council Chairs in the development of meeting agendas.
- Supporting preparation of NT PHN's budgets and internal planning as they relate to the Council.

The Council Secretariat supports the Council Liaison and is responsible for:

- Making all administrative arrangements associated with Council meetings.
- Collation and circulation of meeting papers and minutes.
- Coordinating the drafting and/or circulation of documents and correspondence on behalf of NT PHN's Councils.

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7. REPORTING AND COMMUNICATION

7.1 Communique to the Board

The Council reports to NT PHN's Board. The Council Chair, via the Council Liaison, must provide a Council Communique reporting on the Council's progress and outcomes to the next NT PHN Board meeting following the Council Meeting, or if requested at any time.

7.2 Communication protocol

The Council may only communicate agreed messages approved by NT PHN's Board. Members are not authorised to make media statements on behalf of NT PHN in their capacity as members of the Council, unless authorised by the CEO to do so.

8. CONFIDENTIALITY

In accordance with NT PHN's Confidentiality Undertaking Policy, all non-public information that Council members acquire in the course of performing their duties should be treated as confidential; this obligation continues to apply when a member no longer serves on the Council. Other than as authorised by NT PHN or as required by law, Council members shall not divulge such confidential information, use or appear to use such confidential information for personal advantage or for the advantage of a third person. Members may consult with appropriate parties where reasonable and necessary to ensure adequate and comprehensive consideration and engagement of Council matters. Members are however responsible for ensuring the confidentiality of information shared throughout any such consultation process.

9. CONFLICTS OF INTEREST

Council members must act with honesty and integrity, be open and transparent in dealings, and avoid personal interests to conflict with the interests of the Company and, where it exists, to identify and disclose any potential, perceived or actual conflicts of interest or related party transactions. Any actual, potential or perceived conflict of interest must be declared to the Council Chair and to other members if it is likely to have an impact on a discussion or decision being made by the Council.

The Declarations of Conflicts of Interest will remain a standing agenda item for each Council meeting and Council members will be expected to appropriately detail the nature and extent of conflicts as they arise.

10. FURTHER INFORMATION

Definitions	**Board** – the Board of Directors of NT PHN **CEO** – the Chief Executive Officer of NT PHN **Company or NT PHN** – Health Network Northern Territory Ltd operating as Northern Territory PHN and the Rural Workforce Agency NT **NT** – Northern Territory

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	NT PHN Councils – the Central Australia Clinical Council, Top End Clinical Council and the Community Advisory Council
Related Controlled Documents	BRD0007 Representing Northern Territory PHN Policy BRD0016 Confidentiality Undertaking Policy BRD0017 Code of Conduct BRD0023 Board Committee and Council Remuneration Policy BRD0028 NT PHN Constitution BRD0040 Board Charter FIN0025 Travel Handbook HRM0007 Visitors to the Workplace Policy
References	Nil

11. VERSION HISTORY

Date of Original Adoption		29.02.2016	**Due date for Next Review**	25.11.2021
Version	**Author**	**Approved by**	**Date Adopted**	**Sections Modified**
2	Ashley Marsh, Company Secretary	NT PHN Board	30.11.2015	Minor variations to BRD0005 Board Committees and Councils Policy (superseded policy)
4	Board Support	NT PHN Board	29.02.2016	Inclusion of Council's Terms of Reference as Attachment D, E and F to Board Committees and Councils Policy (superseded policy)
4.1	Board Support	NT PHN Board	23.08.2016	Minor amendments
4.2	Office of CEO	NT PHN Board	28.08.2017	Minor amendments
4.3	Victoria Hirst, Strategy and Business Performance Manager	NT PHN Board	29.05.2018	Stylistic updates, and additions to principles (superseded policy)
4.4	Assurance	NT PHN Board, resolution 306	27.08.2018	Realignment of Terms of Reference and inclusion of Attachment I (Supporting Documentation for Councils)

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5	Assurance	NT PHN Board, resolution 422	25.11.2019	Terms of Reference and Council Terms of Reference Supporting Documentation combined and placed on new template in accordance with Corporate Governance Handbook. Document ID changed from BRD0005-B to GAR08.

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